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UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK

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In re:	)	Chapter 11
	)	
DELPHI CORPORATION, <u>et al.</u> ,	)	Case No. 05-44481 (RDD)
	)	
Debtors.	)	(Jointly Administered)
	)	
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**RESPONSE OF LONGACRE MASTER FUND LTD. TO DEBTORS'  
 TWENTY-SEVENTH OMNIBUS OBJECTION PURSUANT TO 11 U.S.C. § 502(b)  
 AND FED. R. BANKR. P. 3007 TO CERTAIN CLAIMS TO IMPLEMENT  
 CURE PAYMENTS AND MODIFY GENERAL UNSECURED CLAIMS  
BY AMOUNT OF CURE PAYMENTS**

Longacre Master Fund Ltd. ("Longacre"), as transferee of certain claims from Park Enterprises of Rochester, Inc. ("Park")<sup>1</sup>, by its undersigned counsel, hereby submits this response ("Response") to the *Debtors' Twenty-Seventh Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain Claims to Implement Cure Payments and Modify General Unsecured Claims by Amount of Cure Payments* (the "Objection") filed by the debtors and debtors in possession in the above-captioned chapter 11 cases (the "Debtors"), as the Objection

<sup>1</sup> Pursuant to an assignment agreement (the "Park Assignment Agreement") dated November 10, 2006, Park assigned all of its rights, title, and interests in and to certain claims of Park to Longacre Master Fund Ltd.

relates to the claims transferred by Park to Longacre including, without limitation, the claims set forth in proof of claim number 9647 ("PoC 9647"). In support of this Response, Longacre respectfully represents as follows:

### **BACKGROUND**

1. On October 8 and 14, 2005, the Debtors each filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq.
2. On December 21, 2005, Park timely filed proof of claim number 1229 ("PoC 1229") asserting a \$585,708.55 unsecured non-priority claim. PoC 1229 lists the claim as an obligation of Delphi Corporation ("Delphi Corp.").
3. Delphi Automotive Systems, LLC's ("DAS") schedules, filed on April 18, 2006, reflected the obligation underlying PoC 1229 as an undisputed, liquidated, non-contingent claim against DAS in the amount of \$638,839.98.
4. On May 16, 2006, following an update of the Debtors' accounting system, Park timely filed proof of claim number 5996 ("PoC 5996"), amending PoC 1229 and asserting a \$594,393.96 unsecured non-priority claim. PoC 5996 again lists the claim as an obligation of Delphi Corp.
5. On July 12, 2006, following a further update of the Debtors' accounting system, Park timely filed PoC 9647, amending PoC 5996 and asserting a \$618,507.09 unsecured non-priority claim. PoC 9647 also lists the claim as an obligation of Delphi Corp.
6. On October 30, 2006, Park filed proof of claim number 16395 ("PoC 16395"), amending PoC 9647 to reflect that DAS is the proper Debtor, and increasing the claim amount to \$655,646.82, due to an updated amount reflected in the Debtors' accounting system.

7. On February 15, 2007, the Debtors filed *Debtors' Ninth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification* (the "Ninth Omnibus Claims Objection").

8. In the Ninth Omnibus Claims Objection, the Debtors sought to expunge PoC 16395 as untimely filed.

9. On March 15, 2007, Longacre filed the *Response of Longacre Master Fund Ltd. to Debtors' Ninth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification* (the "Ninth Omnibus Claims Objection Response") showing that PoC 16395 should not be expunged and was timely filed. A copy of the Ninth Omnibus Claims Objection Response is attached hereto as Exhibit "A".

10. On March 30, 2007, the Court entered its Order on the Ninth Omnibus Claims Objection which adjourned the adjudication of PoC 16395. See Docket No. 7507, Exh. G.

11. As such, the Debtors' request to expunge PoC 16395 and Longacre's opposition thereto remain *sub judice*. That status is confirmed by the Debtors' claims register. See Exhibit "B" hereto.<sup>2</sup>

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<sup>2</sup> On November 19, 2007, the Debtors filed *Debtors' Twenty-Third Omnibus Objection Pursuant to 11 U.S.C. § 502(B) and Fed. R. Bankr. P. 3007 to (A) Duplicate Claim, (B) Certain Equity Claims, (C) Insufficiently Documented Claim, (D) Certain Claims Not Reflected on Debtors' Books and Records, and (E) Certain Claims Subject to Modification, Modified Claims Asserting Reclamation, Claim Subject to Modification That is Subject to Prior Order, and Modified Claim Asserting Reclamation That is Subject to Prior Order* (the "Twenty-Third Omnibus Claims Objection") wherein the Debtors sought to reclassify PoC 9647 (i) from a claim against Delphi Corp. to a claim against DAS and (ii) from a \$618,507.09 general unsecured claim to a \$29,174.77 priority claim and \$589,332.32 general unsecured claim, which relief the Court granted. The Objection, however, disregards the

**THE TWENTY-SEVENTH OMNIBUS CLAIMS OBJECTION**

12. The Objection lists PoC 9647 as a claim held by Park, rather than by Longacre. However, as set forth in the Ninth Omnibus Claims Objection Response, Park transferred its entire claim to Longacre pursuant to the Park Assignment Agreement. Thus, Longacre requests that the Debtors acknowledge that Longacre properly holds PoC 9647.

13. Moreover, in the Objection, the Debtors seek to modify PoC 9647 from a \$618,507.09 general unsecured claim against Delphi Corp. to a claim against DAS consisting of a \$585,433 general unsecured claim and a \$33,074.09 priority claim broken down into a \$3,899.32 cure claim and a \$29,174.77 reclamation claim. See Objection, Exh. A-3, p.7.

14. Because PoC 16395 amends and replaces PoC 9647 and because the Debtors' request to expunge PoC 16395 remains *sub judice*, the Debtors should not be permitted to seek any relief with respect to PoC 9647 prior to resolution of the objection to PoC 16395. Such relief would result in a waste of estate and judicial resources because allowance of PoC 16395 would moot the relief sought in the Objection with respect to PoC 9647. Until the Court adjudicates the timeliness of PoC 16395, the relief sought in the Objection with respect to PoC 9647 should be denied.

WHEREFORE, for the foregoing reasons, Longacre respectfully requests that the Court enter an Order (i) overruling the Objection as it relates to POC 9647; and (ii) granting Longacre such other and further relief as is just and proper.

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effect of the Twenty-Third Omnibus Claims Objection. See Objection, Exh. A-2, A-3, footnote. Moreover, the Twenty-Third Omnibus Claims Objection did not address PoC 16395.

Dated: March 12, 2008  
New York, New York

Respectfully submitted,

KASOWITZ, BENSON, TORRES  
& FRIEDMAN LLP

/s/ Daniel A. Fliman

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